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Hearing Date: August 10, 2015, at 10:00 am.
Objection Deadline: August 3, 2015, at 5:00 p.m.

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Attorneys for Kimco Realty Corporation

**IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re:) Chapter 11
)
THE GREAT ATLANTIC & PACIFIC TEA)
COMPANY, INC., *et al.*,) Case No. 15-23007 (RDD)
)
Debtors.¹) (Jointly Administered)
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**JOINDER AND OBJECTION OF KIMCO REALTY CORPORATION TO DEBTORS'
MOTIONS FOR GLOBAL BIDDING PROCEDURES, GLOBAL SALE AND LEASE
RATIONALIZATION PROCEDURES AND STORE CLOSINGS
[DOCKET. NOS. 20, 26, 27]**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: 2008 Broadway, Inc. (0986); The Great Atlantic & Pacific Tea Company, Inc. (0974); A&P Live Better, LLC (0799); A&P Real Property, LLC (0973); APW Supermarket Corporation (7132); APW Supermarkets, Inc. (9509); Borman's, Inc. (9761); Delaware County Dairies, Inc. (7090); Food Basics, Inc. (1210); Kwik Save Inc. (8636); McLean Avenue Plaza Corp. (5227); Montvale Holdings, Inc. (6664); Montvale-Para Holdings, Inc. (2947); Onpoint, Inc. (6589); Pathmark Stores, Inc. (9612); Plainbridge LLC (5965); Shopwell, Inc.(3304); Super Fresh Food Markets, Inc. (2491); The Old Wine Emporium of Westport, Inc. (0724); Tradewell Foods of Conn., Inc. (5748); and Waldbaum, Inc. (8599). The international subsidiaries of The Great Atlantic & Pacific Tea Company, Inc. are not debtors in these chapter 11 cases. The location of the Debtors' corporate headquarters is Two Paragon Drive, Montvale, New Jersey 07645.

Kimco Realty Corporation and certain of its affiliates (collectively, “Kimco”), by its attorneys, hereby submits this Joinder and Objection (the “Objection”) to (1) *the Motion of Debtors Pursuant to 11 U.S.C. §§ 105, 363, 365 and 503 and Fed. R. Bankr. P. 2002, 6004 and 6006 for Approval of (I)(A) Global Bidding Procedures, (B) Bid Protections, (C) Form and Manner of Notice of Sale Transactions and Sale Hearing, and (D) Assumption and Assignment Procedures; and (II) (A) Purchase Agreement (B) Sale of Certain of the Debtors’ Assets Free and Clear of Liens, Claims, Interests and Encumbrances, and (C) Assumption and Assignment of Certain Executory Contracts and Leases* [Docket No. 26] (the “Global Bidding Procedures Motion”) and (2) *the Motion of Debtors Pursuant to 11 U.S.C. §§ 105, 363 and 365 and Fed. R. Bankr. P. 2002, 6004 and 6006 for Approval of Global Sale and Lease Rationalization Procedures* [Docket No. 27] (the “Global Sale and Lease Rationalization Procedures Motion”), and (3) *the Motion of Debtors Pursuant To 11 U.S.C. §§ 105, 363, 365 and 554 for Approval of (I) Global Procedures For (A) Store Closings, (B) the Expedited Sale, Transfer, or Abandonment of De Minimis Assets, and (C) Rejecting Unexpired Nonresidential Real Property Leases, and (II) Entry Into a Liquidation Consulting Agreement* [Docket No. 20] (the “Store Closing Sale Motion”) and together with the Global Bidding Procedures Motion and the Global Sale and Lease Rationalization Procedures Motion, the “Motions”), and respectfully states as follows:

1. The Debtors lease retail space from Kimco pursuant to certain leases for non-residential real property (the “Kimco Leases”).
2. On July 20, 2015, the petition date, the Debtors filed the Motions in which the Debtors seek on an expedited basis, among other things, an order approving certain procedures (the “Procedures”) to govern the bidding, auction and cure objection process for the Debtors’ proposed sale of certain unexpired leases.

3. Kimco objects to the Procedures because, among other reasons, they fail to provide a meaningful opportunity for Kimco to analyze and, if necessary, object to the sale of the Kimco Leases, including assignment of the Leases, after a proposed assignee or high bidder has been identified.

4. Kimco further joins in the objections filed by the Debtors' other landlords to the extent that such objections are not inconsistent with the relief herein, including but not limited to Docket Nos. 161, 255, 271, 277, and 288.

5. Kimco reserves the right to make such other and further objections as may be appropriate.

WHEREFORE, Kimco respectfully requests that the Court enter an order granting Kimco relief consistent with this Objection and granting such other and further relief to which Kimco may be justly entitled.

Dated: August 3, 2015

Respectfully submitted,

MORGAN, LEWIS & BOCKIUS LLP

/s/ Neil E. Herman

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